

RECORDATION NO. 13881-G FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

FEB 19 '99

10-20AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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January 25, 1999

Counterparts - Adv.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 13881.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 800
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/19/99 at 10:20AM, and

assigned recordation numbers (s): 13881-G.

Sincerely Yours,



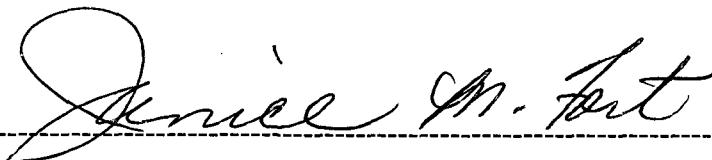
Vernon A. Williams

Enclosure(s)

26.00 (paid by STB Acct. 22257)

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

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December 22, 1998

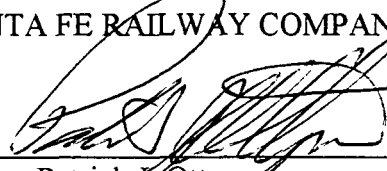
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY


By: 
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires: 01/12/99
Residing in Cook County, Illinois

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated December 22, 1998 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 27th day of January, 1999.


Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000

RECORDATION NUMBER: 13881

Equipment Description:

Number of Units: fourteen (14)
Model: C30-7

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

ATSF	8153	BNSF	5196
ATSF	8154	BNSF	5197
ATSF	8155	BNSF	5198
ATSF	8156	BNSF	5199
ATSF	8157	BNSF	5200
ATSF	8158	BNSF	5201
ATSF	8159	BNSF	5202
ATSF	8160	BNSF	5203
ATSF	8161	BNSF	5204
ATSF	8162	BNSF	5205
ATSF	8163	BNSF	5206
ATSF	8164	BNSF	5207
ATSF	8165	BNSF	5208
ATSF	8166	BNSF	5209